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Reply to: **Orlando**

April 16, 1998

TRANSMITTAL LETTER FOR LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002494153--4
-04/20/98--01117--001
****346.25 ****346.25

SUBJECT: FTA International Investments, L.C.

To Whom It May Concern:

Enclosed for filing with your office is an original and one copy of the articles of organization and a check for:

___ \$285
Filing Fee
and Regis-
tered Agent
Designation

___ \$293.75
Filing Fee,
Registered
Agent Desig-
nation, and
Certificate

___ \$337.50
Filing Fee,
Registered
Agent Desig-
nation and
Certified Copy

X \$346.25
Filing Fee,
Registered
Agent Desig-
nation, Certified
Copy, and
Certificate

Please forward a copy of the certified articles of organization to:

James R. LaVigne, Esquire
LaVigne & Lane, P.A.
5401 South Kirkman Road, Suite 500
Orlando, Florida 32819
407 363-4821

Name	James R. LaVigne
Availability	Dec 31/98
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Thank you for your attention to this matter.

Very truly yours,

James R. LaVigne
James R. LaVigne, Esquire

FILED
98 APR 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
FTA INTERNATIONAL INVESTMENTS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be FTA International Investments, L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3808 Hunter's Isle Drive, Orlando, Florida 32837-5809.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Ismail Fazil Tokatli, 3808 Hunter's Isle Drive, Orlando, Florida 32837-5809.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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TALLAHASSEE, FLORIDA

ARTICLE VIII – TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX – MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME

ADDRESS

Ismail Fazil Tokatli

3808 Hunter's Isle Drive, Orlando, Florida
32837-5809

Aydan Serpil Tokatli

3808 Hunter's Isle Drive, Orlando, Florida
32837-5809

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on April 16, 1998.

Ismail Fazil Tokatli

Aydan Serpil Tokatli

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 17th day of April, 1998 by Ismail Fazil Tokatli and Aydan Serpil Tokatli.

Notary Public – State of Florida

Personally Known _____
OR

Produced Identification X

Type of Identification Produced Florida Driver's License
(Seal)



JENNIFER LEE CORY
My Commission CC430876
Expires Jan. 02, 1999
Bonded by NFNU
800-224-6368

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of FTA International Investments, L.C., as the Registered Agent of this Limited Liability Company, hereby consents to accept Service of Process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.



Ismail Fazil Tokatli
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FTA International Investments, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$10,000.00.
3. If any, the agreed value of property other than cash contributed by the members is: N/A. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is: \$10,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: April 17, 1998.

Ismail Fazil Takatli

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TALLAHASSEE, FLORIDA

(In accordance with F.S. 608.408(3), the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)